

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 9319 Prime Market of TSE)

(Date of Dispatch) June 3, 2026

(Date of Commencement of Electronic Provision Measures) May 29, 2026

To our shareholders:

Hidemi Tanioku,  
Representative Director, President  
**Chuo Warehouse Co.,Ltd.**  
41 Sujaku Uchihata-cho, Shimogyo-ku, Kyoto

## Convocation Notice of the 146th Ordinary General Meeting of Shareholders

You are cordially notified of the 146th Ordinary General Meeting of Shareholders of Chuo Warehouse Co.,Ltd. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company provides information contained in the reference materials, etc. for the general meeting of shareholders electronically (“matters to be provided electronically”), which is posted on the Company’s website on the Internet as the “Convocation Notice of the 146th Ordinary General Meeting of Shareholders.” Please access the following Company’s website to confirm the available information.

Company’s website:

<https://www.chuosoko.co.jp/ir/stock/meeting/> (in Japanese)

In addition to the above website, the matters to be provided electronically are also posted on the following website for posted informational materials for the general meeting of shareholders and the website of the Tokyo Stock Exchange (TSE). When confirming the information on the TSE website (Listed Company Search), please access that website, enter and search for the company name “Chuo Warehouse” or the securities code “9319,” and then select “Basic Information” and “Documents for Public Inspection/PR Information” to confirm the information.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/9319/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you will not be attending the General Meeting on the day, you may exercise your voting rights by electromagnetic means such as the internet or in writing (by mail). Please review the Reference Materials for the General Meeting of Shareholders and exercise your voting rights before 5:00 p.m. on Tuesday, June 23, 2026.

1. Date and Time: Wednesday, June 24, 2026, at 10:00 a.m. (JST)
2. Venue: Room 1, 2nd Floor, Building #4, West Area, Kyoto Research Park  
93 Chudoji Awata-cho, Shimogyo-ku, Kyoto
3. Purpose of the Meeting:

### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 146th fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

2. The Non-consolidated Financial Statements for the 146th fiscal year (from April 1, 2025 to March 31, 2026)

**Matters to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Five Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 5:** Determination of Amount of Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 6:** Determination of Amount of Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 7:** Determination of Remuneration for the Allotment of Restricted Stock to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

4. Other Matters Concerning the Exercise of Voting Rights:

For the exercise of voting rights by proxy on the day of the General Meeting of Shareholders, one other shareholder holding voting rights may exercise those voting rights as a proxy.

If you do not indicate your approval or disapproval for each proposal on the returned Form for Exercising Voting Rights, it will be treated as an indication of your approval for the Company's proposals.

- © Pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation, the following matters among the matters to be provided electronically are not included in the documents to be delivered to shareholders who have requested the delivery of paper documents. The Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit, including the following matters.
  - (i) Among the Business Report, "Outline of Resolutions on the System to Ensure the Appropriateness of Business Operations," "Outline of the Operational Status of the System to Ensure the Appropriateness of Business Operations," and "Outline of the Basic Policy on the Persons Who Control Decisions on the Company's Financial and Business Policies";
  - (ii) Among the Consolidated Financial Statements, the "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements";
  - (iii) Among the Non-consolidated Financial Statements, the "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements"
- © If any changes are made to the matters to be provided electronically, a statement to that effect and the matters before and after the change shall be posted on all the websites where the electronic provision measures have been taken, including the Company's website on the Internet mentioned above.
- © When attending the meeting on the day, please submit the Form for Exercising Voting Rights at the reception desk at the venue.
- © A "Management Briefing" is scheduled to be held after the General Meeting of Shareholders. The Company will explain its future initiatives and topics.

## Reference Materials for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of Surplus

The Company implements appropriate capital policies in a timely manner to contribute to its sustainable growth and the enhancement of corporate value over the medium to long term, and as for the dividend policy, it makes it a basic policy to make distributions that emphasize shareholder interests while maintaining an appropriate financial position in light of the nature of its business. Under this policy, for the period of the eighth medium-term management plan (fiscal year ended March 31, 2026 to fiscal year ending March 31, 2028), from the perspective of continuing stable returns to shareholders, and taking into consideration the consolidated business performance for the fiscal year under review and the future fiscal years and financial soundness, etc., the Company will implement progressive dividends that maintain or increase the dividend amount of the previous fiscal year. Accordingly, the Company proposes to pay a year-end dividend of ¥22 per share of common stock of the Company for the fiscal year under review. Together with the interim dividend of ¥16 already paid, the annual dividend per share for the fiscal year under review will be ¥38, an increase of ¥2 compared with the actual amount of the previous fiscal year. The dividend payout ratio for the fiscal year under review will be 33.5% (on a consolidated basis).

#### (1) Type of dividend property

Cash

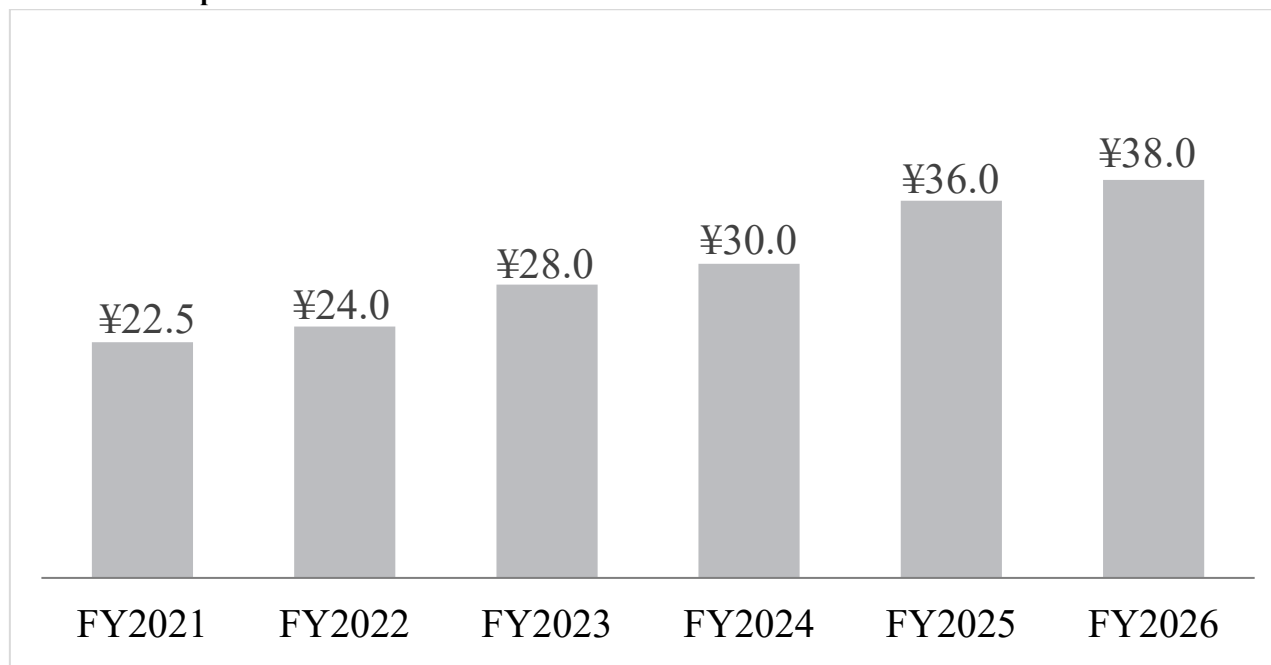
#### (2) Allotment of dividend property to shareholders and total amount thereof

¥22 per share of common stock of the Company; Total amount: ¥394,124,324

#### (3) Effective date of dividends of surplus

June 25, 2026

### Annual dividend per share trends



**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the amendments

- (1) The Company will transition to a company with an Audit and Supervisory Committee for purposes such as strengthening the audit and supervisory functions based on the diverse knowledge and experience of outside directors by granting voting right at meetings of the Board of Directors to Directors who are Audit and Supervisory Committee Members, further activating discussions aimed at enhancing corporate value, expediting decision-making through the delegation of authority to executives, and enhancing the effectiveness of audits by strengthening the system of instruction and cooperation between the Audit and Supervisory Committee and the internal audit division. In line with this, the Company will make necessary amendments to its Articles of Incorporation, including the establishment of new provisions concerning the Directors who are Audit and Supervisory Committee and Audit and Supervisory Committee Members, the establishment of new provisions concerning the delegation of authority to determine important business execution to Directors, and the deletion of provisions concerning the Audit & Supervisory Board and Audit & Supervisory Board Members.
- (2) In addition to stipulating the English representation of its name, the Company will make necessary changes, including changes to article numbers, etc. in connection with the above amendments, adjustment and amendment of certain wording.

2. Details of the amendments

The details of the amendments are as follows. The amendments to the Articles of Incorporation shall take effect at the conclusion of this Ordinary General Meeting of Shareholders.

(Underlined parts indicate the amended portions.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
(Trade Name) Article 1 The name of the Company <u>shall be</u> Kabushiki Kaisha Chuo Soko.	(Trade Name) Article 1 The name of the Company shall be Kabushiki Kaisha Chuo Soko, <u>and shall be expressed in English as Chuo Warehouse Co.,Ltd.</u>
Articles 2 to 4 (Provisions omitted)	Articles 2 to 4 (Unchanged)
Chapter II Shares	Chapter II Shares
Articles 5 to 12 (Provisions omitted)	Articles 5 to 12 (Unchanged)
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
Articles 13 to 17 (Provisions omitted)	Articles 13 to 17 (Unchanged)
(Minutes) Article 18 Minutes of the General Meeting of Shareholders shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the chairperson and the Directors <u>and Audit &amp; Supervisory Board Members</u> in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.	(Minutes) Article 18 Minutes of the General Meeting of Shareholders shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the chairperson and the Directors in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.
Chapter IV Directors and Board of Directors	Chapter IV Directors and Board of Directors
(Number of Members) Article 19 The number of Directors of the Company shall be not more than <u>six (6)</u> .  (Newly established)	(Number of Members) Article 19 1. The number of Directors of the Company shall be not more than <u>eleven (11)</u> . 2. <u>Of the Directors set forth in the preceding paragraph, the number of Directors who are Audit and Supervisory Committee Members shall be not more than six (6)</u> .
(Method of Election) Article 20 1. Directors shall be elected by resolution of the General Meeting of Shareholders.	(Method of Election) Article 20 1. Directors shall be elected by resolution of the General Meeting of Shareholders, <u>with Directors who are Audit and Supervisory Committee Members and other Directors elected separately</u> .

Current Articles of Incorporation	Proposed Amendments
<p>2 to 3. (Provisions omitted) (Newly established)</p> <p>(Term of Office) Article 21 The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within one (1) year after their election.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>2 to 3. (Unchanged)</p> <p><u>4. The effect of advance election of substitute Directors who are Audit and Supervisory Committee Members shall continue until the commencement of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within two (2) years after the relevant resolution.</u></p> <p>(Term of Office) Article 21</p> <p><u>1. The term of office of Directors (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within one (1) year after their election.</u></p> <p><u>2. The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within two (2) years after their election.</u></p> <p><u>3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who is an Audit and Supervisory Committee Member who retired before the expiration of his/her term of office shall be until the time when the term of office of the retired Director who was an Audit and Supervisory Committee Member would have expired.</u></p>
<p>Article 22 (Provisions omitted) (Representative Directors and Directors with Titles) Article 23</p> <p>1. The Representative Directors shall be elected by resolution of the Board of Directors.</p> <p>2. The Board of Directors may, by its resolution, elect one (1) Chairperson of the Board, one (1) President and Director, and several Senior Managing Directors and Managing Directors.</p>	<p>Article 22 (Unchanged) (Representative Directors and Directors with Titles) Article 23</p> <p>1. The Representative Directors shall be elected by resolution of the Board of Directors <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).</u></p> <p>2. The Board of Directors may, by its resolution, elect <u>from among the Directors (excluding Directors who are Audit and Supervisory Committee Members)</u> one (1) Chairperson of the Board, one (1) President and Director, and several Senior Managing Directors and Managing Directors.</p>
<p>Article 24 (Provisions omitted) (Notice of Convocation of Meetings of Board of Directors) Article 25</p> <p>1. The notice of convocation of meetings of the Board of Directors shall be sent to each Director <u>and each Audit &amp; Supervisory Board Member</u> no later than three (3) days prior to the date of the meeting. However, this period may be shortened in cases of emergency.</p> <p>2. With the consent of all Directors <u>and all Audit &amp; Supervisory Board Members</u>, a meeting of the Board of Directors may be held without the procedures of convocation.</p>	<p>Article 24 (Unchanged) (Notice of Convocation of Meetings of Board of Directors) Article 25</p> <p>1. The notice of convocation of meetings of the Board of Directors shall be sent to each Director no later than three (3) days prior to the date of the meeting. However, this period may be shortened in cases of emergency.</p> <p>2. With the consent of all Directors, a meeting of the Board of Directors may be held without the procedures of convocation.</p>
<p>(Method of Resolutions of Board of Directors, etc.) Article 26</p> <p>1. (Provisions omitted)</p>	<p>(Method of Resolutions of Board of Directors, etc.) Article 26</p> <p>1. (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>2. When all Directors (limited to those who are entitled to participate in the vote on the relevant matter <u>to be resolved</u>) have indicated their consent in writing or by electromagnetic record to <u>the matter to be resolved by the Board of Directors</u>, the Company shall deem that there has been a resolution of the Board of Directors approving such <u>matter to be resolved</u>. <u>However, this shall not apply when an Audit &amp; Supervisory Board Member raises an objection to such matter to be resolved.</u></p>	<p>2. When <u>a Director makes a proposal regarding a matter that is the purpose of a resolution of the Board of Directors</u>, <u>and</u> all Directors (limited to those who are entitled to participate in the vote on the relevant matter) have indicated their consent in writing or by electromagnetic record to <u>such proposal</u>, the Company shall deem that there has been a resolution of the Board of Directors approving such <u>proposal</u>.</p>
<p>(Minutes of Meetings of Board of Directors) Article 27</p>	<p>(Minutes of Meetings of Board of Directors) Article 27</p>
<p>1. Minutes of meetings of the Board of Directors shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the Directors <u>and Audit &amp; Supervisory Board Members</u> in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.</p> <p>2. (Provisions omitted)</p>	<p>1. Minutes of meetings of the Board of Directors shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the Directors in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.</p> <p>2. (Unchanged)</p>
<p>Article 28 (Provisions omitted) (Newly established)</p>	<p>Article 28 (Unchanged) <u>(Delegation of Decisions on Important Business Execution)</u></p>
<p>(Remuneration, etc.) Article 29</p> <p>The remuneration, bonuses and other financial benefits received from the Company by Directors as consideration for the execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by resolution of the General Meeting of Shareholders.</p>	<p><u>Article 29</u> <u>Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may, by resolution of the Board of Directors, delegate to Directors all or part of decisions on important business execution (excluding the matters set forth in items of paragraph (5) of said Article).</u></p> <p>(Remuneration, etc.) Article 30</p> <p>The remuneration, bonuses and other financial benefits received from the Company by Directors as consideration for the execution of their duties (hereinafter referred to as “Remuneration, etc.”) shall be determined by resolution of the General Meeting of Shareholders, <u>with Directors who are Audit and Supervisory Committee Members and other Directors determined separately.</u></p>
<p>Article 30 (Provisions omitted) <u>Chapter V</u> <u>Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board</u></p>	<p>Article 31 (Unchanged) <u>Chapter V</u> <u>Audit and Supervisory Committee</u></p>
<p><u>(Establishment of Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board)</u> Article 31</p>	<p>(Deleted)</p>
<p><u>The Company shall have Audit &amp; Supervisory Board Members and an Audit &amp; Supervisory Board.</u> <u>(Number of Members)</u></p>	<p>(Deleted)</p>
<p>Article 32 <u>The number of Audit &amp; Supervisory Board Members of the Company shall be not more than five (5).</u> <u>(Method of Election)</u></p>	<p>(Deleted)</p>
<p>Article 33 1. <u>Audit &amp; Supervisory Board Members shall be elected by resolution of the General Meeting of Shareholders.</u> 2. <u>Resolutions for the election of Audit &amp; Supervisory Board Members shall be made by a majority of the voting rights of the shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise their voting rights are present.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<u>(Term of Office)</u>	(Deleted)
<u>Article 34</u>	
1. <u>The term of office of Audit &amp; Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last fiscal year ending within four (4) years after their election.</u>	
2. <u>The term of office of an Audit &amp; Supervisory Board Member elected as a substitute shall be until the time when the term of office of the retired Audit &amp; Supervisory Board Member would have expired.</u>	
<u>(Full-time Audit &amp; Supervisory Board Member)</u>	(Deleted)
<u>Article 35</u>	
<u>The Audit &amp; Supervisory Board shall elect full-time Audit &amp; Supervisory Board Member(s) from among the Audit &amp; Supervisory Board Members.</u>	
<u>(Notice of Convocation of Meetings of Audit &amp; Supervisory Board)</u>	(Deleted)
<u>Article 36</u>	
1. <u>The notice of convocation of meetings of the Audit &amp; Supervisory Board shall be sent to each Audit &amp; Supervisory Board Member no later than three (3) days prior to the date of the meeting. However, this period may be shortened in cases of emergency.</u>	
2. <u>With the consent of all Audit &amp; Supervisory Board Members, a meeting of the Audit &amp; Supervisory Board may be held without the procedures of convocation.</u>	
<u>(Method of Resolutions of Audit &amp; Supervisory Board)</u>	(Deleted)
<u>Article 37</u>	
<u>Resolutions of the Audit &amp; Supervisory Board shall be made by a majority of the Audit &amp; Supervisory Board Members, except as otherwise provided for by laws and regulations.</u>	
<u>(Minutes of Meetings of Audit &amp; Supervisory Board)</u>	(Deleted)
<u>Article 38</u>	
<u>Minutes of meetings of the Audit &amp; Supervisory Board shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the Audit &amp; Supervisory Board Members in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.</u>	
<u>(Audit &amp; Supervisory Board Regulations)</u>	(Deleted)
<u>Article 39</u>	
<u>Matters concerning the Audit &amp; Supervisory Board shall be governed by the Audit &amp; Supervisory Board Regulations established by the Audit &amp; Supervisory Board, in addition to laws and regulations or these Articles of Incorporation.</u>	
<u>(Remuneration, etc.)</u>	(Deleted)
<u>Article 40</u>	
<u>The remuneration, etc. of Audit &amp; Supervisory Board Members shall be determined by resolution of the General Meeting of Shareholders.</u>	
<u>(Exemption from Liability of Audit &amp; Supervisory Board Members)</u>	(Deleted)
<u>Article 41</u>	
1. <u>Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit &amp; Supervisory Board Members (including those who were Audit &amp; Supervisory Board Members) from liability under Article 423, paragraph (1) of said Act to the extent permitted by laws and regulations.</u>	

Current Articles of Incorporation	Proposed Amendments
<p>2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into agreements with Audit &amp; Supervisory Board Members to limit their liability for damages under Article 423, paragraph (1) of said Act. However, the maximum amount of liability for damages under such agreements shall be the amount provided for under laws and regulations.</p>	
(Newly established)	<p><u>(Establishment of Audit and Supervisory Committee)</u> <u>Article 32</u> <u>The Company shall have an Audit and Supervisory Committee.</u></p>
(Newly established)	<p><u>(Full-time Audit and Supervisory Committee Member)</u> <u>Article 33</u> <u>The Audit and Supervisory Committee may, by its resolution, elect full-time Audit and Supervisory Committee Member(s) from among the Audit and Supervisory Committee Members.</u></p>
(Newly established)	<p><u>(Notice of Convocation of Meetings of Audit and Supervisory Committee)</u> <u>Article 34</u> <u>1. The notice of convocation of meetings of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member no later than three (3) days prior to the date of the meeting. However, this period may be shortened in cases of emergency.</u></p>
(Newly established)	<p><u>2. With the consent of all Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without the procedures of convocation.</u></p>
(Newly established)	<p><u>(Method of Resolutions of Audit and Supervisory Committee)</u> <u>Article 35</u> <u>Resolutions of the Audit and Supervisory Committee shall be made by a majority of the Audit and Supervisory Committee Members present at the meeting where a majority of the Audit and Supervisory Committee Members entitled to participate in the vote are present.</u></p>
(Newly established)	<p><u>(Minutes of Meetings of Audit and Supervisory Committee)</u> <u>Article 36</u> <u>Minutes of meetings of the Audit and Supervisory Committee shall be prepared in writing or in electromagnetic records as provided for by laws and regulations, and the Audit and Supervisory Committee Members in attendance shall sign or affix their names and seals to, or affix electronic signatures to the minutes.</u></p>
(Newly established)	<p><u>(Audit and Supervisory Committee Regulations)</u> <u>Article 37</u> <u>Matters concerning the Audit and Supervisory Committee shall be governed by the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee, in addition to laws and regulations or these Articles of Incorporation.</u></p>
<p>Chapter VI Financial Auditor</p>	<p>Chapter VI Financial Auditor</p>
<p>Articles <del>42</del> to <del>44</del> (Provisions omitted) (Remuneration, etc.)</p>	<p>Articles <del>38</del> to <del>40</del> (Unchanged) (Remuneration, etc.)</p>
<p>Article <del>45</del></p>	<p>Article <del>41</del></p>
<p>The remuneration, etc. of the Financial Auditor shall be determined by the Representative Director with the consent of the Audit &amp; Supervisory Board.</p>	<p>The remuneration, etc. of the Financial Auditor shall be determined by the Representative Director with the consent of the Audit and Supervisory Committee.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>46</u> (Provisions omitted)</p> <p style="text-align: center;">Chapter VII Accounts</p> <p>Articles <u>47</u> to <u>49</u> (Provisions omitted) (Period of Exclusion for Dividends of Surplus, etc.)</p> <p>Article <u>50</u> If <u>dividends of surplus and interim dividends</u> remain unclaimed after the lapse of three (3) full years from the date on which payment commenced, the Company shall be released from its obligation to make such payments.</p> <p style="text-align: center;">Chapter VIII Measures Against Large-scale Acquisition of the Company's Shares</p> <p>Article <u>51</u> (Provisions omitted) (Newly established)</p>	<p>Article <u>42</u> (Unchanged)</p> <p style="text-align: center;">Chapter VII Accounts</p> <p>Articles <u>43</u> to <u>45</u> (Unchanged) (Period of Exclusion for Dividends of Surplus, etc.)</p> <p>Article <u>46</u> If the <u>dividend property</u> is cash and remains unclaimed after the lapse of three (3) full years from the date on which payment commenced, the Company shall be released from its obligation to make such payments.</p> <p style="text-align: center;">Chapter VIII Measures Against Large-scale Acquisition of the Company's Shares</p> <p>Article <u>47</u> (Unchanged)</p> <p><u>Supplementary Provisions</u> <u>(Exemption from Liability of Persons Who Were Audit &amp; Supervisory Board Members)</u></p> <p>Article <u>1</u> <u>Pursuant to the provisions of Article 426, paragraph (1) of the Companies Act, the Company may, by resolution of the Board of Directors, exempt persons who were Audit &amp; Supervisory Board Members from liability under Article 423, paragraph (1) of said Act to the extent permitted by laws and regulations.</u></p>

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.

**Proposal No. 3:** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors, namely, Masakazu Kimura, Hidemi Tanioku, Tadao Taguchi, Koji Yoshida, Yuko Yoshimatsu and Makio Muramoto, will expire at the conclusion of this General Meeting. In addition, if Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, the Company proposes the election of four Directors (excluding Directors who are Audit and Supervisory Committee Members) following the transition to a company with an Audit and Supervisory Committee.

The effect of the resolution on this proposal shall be subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation” as originally proposed and the amendments to the Articles of Incorporation by the resolution of the same proposal becoming effective.

[Policy and procedures for selection of candidates for Directors]

The selection criteria for candidates for Directors are that they have a practical perspective based on extensive experience related to business and operations and possess high insight into social and economic trends, etc., taking into account the balance of knowledge, experience, and abilities, as well as diversity and skills, etc. of the Board of Directors as a whole; that they have qualities such as integrity, ethics, transparency, and fairness; and further that they excel in abilities such as judgment, decisiveness, achievement orientation, and self-control. With respect to the selection of candidates for outside Director, in addition to the above, the selection criteria are that they shall be experienced corporate managers, attorneys-at-law, certified public accountants, persons of academic standing, or persons of equivalent qualifications.

The selection of candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) involves the Representative Director presenting the selection plan to the Nomination, Remuneration and Governance Committee for deliberation, and respecting the results of that deliberation, the Representative Director presents the plan to the Board of Directors, where it is further discussed and decided upon.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Masakazu Kimura (February 3, 1957)  [Reelection]  Attendance at Board of Directors meetings: 15 out of 15 meetings  Tenure: 16 years	Apr. 1980      Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) Sept. 2006      General Manager of Shinanobashi Branch May 2010      Joined the Company June 2010      Director June 2011      Director and Deputy General Manager of Sales Administration Headquarters June 2013      Managing Director and General Manager of Sales Administration Headquarters June 2017      Representative Director and President June 2020      Representative Director, President and Executive Officer June 2024      Representative Director and Chairman (to present)	37,004 shares
[Reasons for nomination as candidate for Director] Mr. Masakazu Kimura has fulfilled a sufficient role in deciding important overall management matters and supervising business execution as Chairperson of the Board. The Company has nominated him as a candidate for Director on the basis of expectations that he will continue to leverage his extensive experience and achievements to play a role in the sustainable growth and the enhancement of corporate value of the Group over the medium to long term as Chairperson of the Board.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Hidemi Tanioku (March 24, 1961)  [Reelection]  Attendance at Board of Directors meetings: 15 out of 15 meetings  Tenure: 11 years	<p>Apr. 1983      Joined the Company</p> <p>Apr. 2014      General Manager of Sales Planning Department of Sales Administration Headquarters</p> <p>Nov. 2014      General Manager of Corporate Planning Office</p> <p>June 2015      Director</p> <p>Apr. 2016      Director, Deputy General Manager of Sales Administration Headquarters and General Manager of Kyoto Branch</p> <p>June 2017      Managing Director and General Manager of Sales Administration Headquarters</p> <p>June 2020      Director, Managing Executive Officer and General Manager of Sales Administration Headquarters</p> <p>Apr. 2021      Director and Managing Executive Officer</p> <p>June 2021      Director, Managing Executive Officer and General Manager of Planning and Management Headquarters</p> <p>June 2022      Representative Director, Senior Managing Executive Officer and General Manager of Planning and Management Headquarters</p> <p>June 2024      Representative Director, President and Executive Officer (to present)</p>	22,004 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Hidemi Tanioku has fulfilled a sufficient role in deciding important management matters and supervising business execution as Representative Director, President and Executive Officer. The Company has nominated him as a candidate for Director on the basis of expectations that he will continue to leverage his extensive experience and achievements to play a role in the sustainable growth and the enhancement of corporate value of the Company over the medium to long term as Representative Director, President and Executive Officer.</p>			
3	Tadao Taguchi (February 7, 1958)  [Reelection]  Attendance at Board of Directors meetings: 15 out of 15 meetings  Tenure: 8 years	<p>Apr. 1980      Joined the Company</p> <p>July 2007      General Manager of Tokyo Branch</p> <p>Feb. 2013      General Manager of Shiga Branch</p> <p>Apr. 2017      General Manager of Sales Department of Sales Administration Headquarters</p> <p>June 2017      Director</p> <p>June 2020      Senior Executive Officer and General Manager of Sales Department of Sales Administration Headquarters</p> <p>Apr. 2021      Managing Executive Officer and General Manager of Sales Administration Headquarters</p> <p>June 2021      Director, Managing Executive Officer and General Manager of Sales Administration Headquarters (to present)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President of Tespac Co., Ltd.</p>	16,102 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Tadao Taguchi has fulfilled a sufficient role in deciding important management matters and supervising business execution as Director and Managing Executive Officer. Based on his extensive experience and achievements in the sales administration division, the Company has nominated him as a candidate for Director on the basis of expectations that he will continue to fulfill his role as General Manager of Sales Administration Headquarters in promoting measures to expand the sales base and improve quality, as well as in matters related to overall management, etc.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Koji Yoshida (May 20, 1970)</p> <p>[Reelection]</p> <p>Attendance at Board of Directors meetings: 15 out of 15 meetings</p> <p>Tenure: 3 years</p>	<p>Apr. 1993      Joined the Company</p> <p>Apr. 2012      General Manager of General Affairs Section</p> <p>Aug. 2014      General Manager of Accounting Section</p> <p>July 2018      General Manager of Administration Department</p> <p>Apr. 2020      Executive Officer, General Manager of General Affairs Department and General Manager of Corporate Planning Office</p> <p>Apr. 2023      Senior Executive Officer, Deputy General Manager of Planning and Management Headquarters, General Manager of General Affairs Department and General Manager of Corporate Planning Office</p> <p>June 2023      Director, Senior Executive Officer, Deputy General Manager of Planning and Management Headquarters, General Manager of General Affairs Department and General Manager of Corporate Planning Office</p> <p>June 2024      Director, Senior Executive Officer and General Manager of Planning and Management Headquarters (to present)</p>	10,435 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Koji Yoshida has fulfilled a sufficient role in deciding important management matters and supervising business execution as Director and Senior Executive Officer. Based on his extensive experience and achievements in the planning and management division, the Company has nominated him as a candidate for Director on the basis of expectations that he will continue to fulfill his role as General Manager of Planning and Management Headquarters in promoting the medium-term management plan, strengthening the planning and management division, as well as in matters related to overall management, etc.</p>			

Notes: 1. There are no special interests between each candidate and the Company.

2. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. The insurance policy covers compensation for damages and legal costs, etc. incurred by the insured party arising from claims for damages made against it as a result of the insured party's action (including inaction) in the capacity of director, etc. Each candidate will be included as an insured party under such insurance policy. The Company plans to renew the policy with the same terms at the next renewal.

**Proposal No. 4** Election of five Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation,” the Company will make the transition to a company with an Audit and Supervisory Committee. Accordingly, the Company proposes the election of five Directors who are Audit and Supervisory Committee Members (“Audit and Supervisory Committee Members”).

The effectiveness of the resolution of this proposal shall be subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation” as originally proposed and the amendments to the Articles of Incorporation by the resolution of the same proposal becoming effective.

In addition, the consent of the Audit and Supervisory Board has been obtained for the submission of this proposal.

The candidates for Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Hirosuke Sawada (September 24, 1968)  [New election]  Attendance at Board of Directors meetings: 9 out of 10 meetings  Attendance at Audit and Supervisory Board meetings: 9 out of 10 meetings  Tenure: 1 year	Apr. 1991	Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	1,293 shares
	Apr. 2018	General Manager of Awaji Branch		
		May 2021	Joined the Company	
		Apr. 2022	General Manager, Osaka Branch and Okayama Branch	
		July 2023	General Manager of Human Resources Department	
		June 2025	Audit and Supervisory Board Member (full-time) (to present)	
[Reasons for nomination as candidate for Director who is Audit and Supervisory Committee Member] Mr. Hirosuke Sawada has extensive experience and achievements acquired through his career, as well as experience and insight cultivated through audit operation as full-time Audit and Supervisory Board Member of the Company. Accordingly, the Company has determined that he will be able to perform duties as Director who is Audit and Supervisory Committee Member properly and nominated him as a candidate for Director who is Audit and Supervisory Committee Member.				
2	Yuko Yoshimatsu (May 10, 1972)  [New election] [Outside] [Independent]  Attendance at Board of Directors meetings: 15 out of 15 meetings  Tenure: 11 years	Dec. 2008	Registered as an attorney at law	5,100 shares
	Dec. 2008	Joined EBISU Law Office		
		Apr. 2011	Joined Kyoto Seikei Law Office (to present)	
		June 2015	Outside Audit & Supervisory Board Member of the Company	
		June 2022	Outside Director (to present)	
[Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and the outline of expected roles] Ms. Yuko Yoshimatsu has deep insight and extensive experience as an expert in corporate legal affairs, although she has not been involved in corporate management other than as an outside officer. Accordingly, the Company has determined that she will also be able to perform supervisory function over business execution by Directors as Director who is Audit and Supervisory Committee Member and nominated her as a candidate for outside Director who is Audit and Supervisory Committee Member.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Hiroshi Hitomi (November 27, 1960)  [New election] [Outside] [Independent]  Attendance at Board of Directors meetings: 15 out of 15 meetings  Attendance at Audit and Supervisory Board meetings: 13 out of 13 meetings  Tenure: 4 years	<p>Apr. 1985      Joined the Bank of Kyoto, Ltd.</p> <p>June 2003      General Manager of Shugakuin Branch</p> <p>May 2005      General Manager of Osaka Chuo Branch</p> <p>June 2009      General Manager of Head Office Business Department I</p> <p>June 2012      Director (assigned to serve as General Manager of Corporate Planning Division)</p> <p>June 2014      Director (assigned to serve as General Manager of Head Office Business Department)</p> <p>June 2015      Managing Director (assigned to serve as General Manager of Head Office Business Department)</p> <p>June 2016      Managing Director</p> <p>June 2017      Senior Managing Director</p> <p>June 2020      Representative Director and Senior Managing Director</p> <p>June 2021      Representative Director and Chairman of Kyoyu Shoji Co., Ltd. (to present)</p> <p>June 2022      Outside Director of the Company (to present)</p>	300 shares
<p>[Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and the outline of expected roles]</p> <p>Mr. Hiroshi Hitomi has extensive experience and insight as an expert in management, as cultivated through his career. The Company has determined that he will also be able to leverage them in fulfilling supervisory and oversight functions over management to perform supervisory function over business execution by Directors as Director who is Audit and Supervisory Committee Member, and nominated him as a candidate for outside Director who is Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Makio Muramoto (January 23, 1962)</p> <p>[New election] [Outside] [Independent]</p> <p>Attendance at Board of Directors meetings: 10 out of 10 meetings</p> <p>Tenure: 1 year</p>	<p>Apr. 1984     Joined Yasuda Trust and Banking Company, Ltd. (currently Mizuho Trust &amp; Banking Co., Ltd.)</p> <p>Apr. 2002     Deputy General Manager of Retail Planning Department and General Manager of Call Center of Mizuho Asset Trust &amp; Banking Co., Ltd.</p> <p>Mar. 2003     Deputy General Manager of Retail Planning Department and General Manager of Call Center of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2005     Deputy General Manager of Private Banking Planning Department</p> <p>Mar. 2006     General Manager of Hachioji Branch</p> <p>Oct. 2007     General Manager of Real Estate Sales III Department</p> <p>Apr. 2010     General Manager of Corporate Business Department</p> <p>Apr. 2011     Executive Officer and General Manager of Corporate Business Department</p> <p>Apr. 2012     Executive Officer and General Manager of Osaka Branch</p> <p>Apr. 2013     Executive Officer and General Manager of Fukuoka Branch</p> <p>Apr. 2014     Managing Executive Officer and officer in charge of sales</p> <p>Apr. 2016     Managing Executive Officer and officer in charge of sales branches</p> <p>Apr. 2017     Director and Vice President of Mizuho Realty Co., Ltd.</p> <p>Apr. 2021     Director and President of Heisei Building Co., Ltd.</p> <p>June 2025     Outside Director of the Company (to present)</p>	100 shares
<p>[Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and the outline of expected roles]</p> <p>Mr. Makio Muramoto has extensive experience and insight as an expert in management, as cultivated through his career. The Company has determined that he will also be able to leverage them in fulfilling supervisory and oversight functions over management to perform supervisory function over business execution by Directors as Director who is Audit and Supervisory Committee Member, and nominated him as a candidate for outside Director who is Audit and Supervisory Committee Member.</p>			
5	<p>Chihiro Katakura (September 7, 1982)</p> <p>[New election] [Outside] [Independent]</p> <p>Attendance at Board of Directors meetings: -</p> <p>Tenure: -</p>	<p>Apr. 2005     Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2008     Registered as a Certified Public Accountant</p> <p>Oct. 2024     Established Katakura Certified Public Accountant Office and appointed Representative (to present)</p> <p>June 2025     Outside Director of ROUND ONE Corporation (to present)</p>	0 shares
<p>[Reasons for nomination as candidate for outside Director who is Audit and Supervisory Committee Member and the outline of expected roles]</p> <p>Ms. Chihiro Katakura has extensive experience and considerable knowledge in corporate finance and accounting as a certified public accountant, although she has not been involved in corporate management other than as an outside officer. Accordingly, the Company have determined that she will also be able to perform supervisory function over business execution by Directors as Director who is Audit and Supervisory Committee Member and nominated her as a candidate for outside Director who is Audit and Supervisory Committee Member.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
  2. The name of Ms. Chihiro Katakura in the family register is Chihiro Nakabayashi.
  3. Ms. Yuko Yoshimatsu, Mr. Hiroshi Hitomi, Mr. Makio Muramoto and Ms. Chihiro Katakura are candidates for outside Director, and candidates for Independent Officers who are unlikely to have conflicts of interest with general shareholders prescribed by the Tokyo Stock Exchange, Inc.
  4. Ms. Yuko Yoshimatsu's tenure shown in the table includes that as Outside Audit and Supervisory Board Member (7 years). Her tenure as outside Director as of the conclusion of this meeting will be 4 years. Mr. Hiroshi Hitomi's tenure shown in the table represents that as Outside Audit and Supervisory Board Member.
  5. Regarding limited liability agreements with outside Directors
    - The Company has entered into limited liability agreements with Ms. Yuko Yoshimatsu, Mr. Hiroshi Hitomi and Mr. Makio Muramoto to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the amount provided for by laws and regulations, and plans to extend the said agreements with them if their election is approved.
    - If the election of Ms. Chihiro Katakura is approved, the Company plans to enter into a limited liability agreement with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act to the amount provided for by laws and regulations.
  6. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3, paragraph (1) of the Companies Act, with an insurance company. The insurance policy covers compensation for damages and legal costs, etc. incurred by the insured party arising from claims for damages made against it as a result of the insured party's action (including inaction) in the capacity of director, etc. Each candidate will be included as an insured party under such insurance policy. The Company plans to renew the policy with the same terms at the next renewal.

[Reference (1)] Criteria for Determining Independence of Outside Officers

When an outside Director of the Company does not fall under any of the following, (s)he is deemed to have sufficiently satisfied the requirements for independence.

- (i) A person to whom the Company is a major business partner, or a person executing business of such person/entity
- (ii) A person who is a major business partner of the Company, or a person executing business of such person/entity
- (iii) A consultant, accounting expert or legal expert who has received a large amount of money or other properties from the Company, in addition to any remuneration for directors (and other officers) (if a person who has received such properties is an organization such as a judicial person and an association, a person who belongs to such organization)
- (iv) A major shareholder of the Company, or a person executing business of such person/entity
- (v) A person who has fallen under any of (i) through (iv) during the past three years
- (vi) A relative within the second degree of relationship of a person who falls under any of the following a. to c.:
  - a. A person listed in (i) through (v)
  - b. A person who executes business of a subsidiary of the Company (including non-executive Director when designating an outside Director who is Audit and Supervisory Committee Member as independent officer)
  - c. A person who has fallen under b. or a person who has executed business of the Company (including non-executive Director when designating an outside Director who is Audit and Supervisory Committee Member as independent officer) during the past three years

- Notes:
- 1. “A person to whom the Company is a major business partner” means a person who has received payments of 2% or more of such person’s consolidated gross annual sales from the Company in the most recent fiscal year.
  - 2. “A person who is a major business partner of the Company” means a person who has made payments of 2% or more of the Company’s consolidated gross annual sales to the Company in the most recent fiscal year. In the case of a financial institution, it refers to a person from which the loan balance is 2% or more of the Company’s consolidated total assets as of the end of the most recent fiscal year.
  - 3. “Having received a large amount of money or other properties from the Company, in addition to remuneration for directors (and other officers)” refers to the receipt of money or other properties of ¥10 million or more per year in the most recent fiscal year (based on the average of the past three years) from the Company, in addition to remuneration for directors (and other officers)
  - 4. “A major shareholder” means a shareholder who has 10% or more of total voting rights.

[Reference (2)] Skill Matrix

The composition of Directors will be as follows if Proposals No. 3 and No. 4 are approved as originally proposed. In light of the Company's management strategies and based on each Director's knowledge and experience, skills where expertise is particularly expected are as follows.

The nine candidates for Director consist of seven male and two female candidates  
(the ratio of female candidates: 22.2%)

	Position	[Attributes] (gender)	<<Corporate / Sustainabil- ity>>	<<Manage- ment strategy>>	<<Sales strategy / Global>>	<<Finance>>	<<Human resources>>	<<Legal>>
Masakazu Kimura	Representative Director and Chairman	(Male)	○	○	○	○		○
Hidemi Tanioku	Representative Director, President and Executive Officer	(Male)	○	○	○		○	○
Tadao Taguchi	Director and Managing Executive Officer	(Male)		○	○			
Koji Yoshida	Director and Senior Executive Officer	(Male)		○				
Hirosuke Sawada	Director and Audit and Supervisory Committee Member	(Male)				○	○	○
Yuko Yoshimatsu	Director and Audit and Supervisory Committee Member	[Outside] [Independent] (Female)					○	○
Hiroshi Hitomi	Director and Audit and Supervisory Committee Member	[Outside] [Independent] (Male)	○		○			○
Makio Muramoto	Director and Audit and Supervisory Committee Member	[Outside] [Independent] (Male)	○			○		○
Chihiro Katakura	Director and Audit and Supervisory Committee Member	[Outside] [Independent] (Female)				○	○	○

Note: [Independent] and [Outside] denote, respectively, an outside officer and an independent officer notified to the Tokyo Stock Exchange, Inc.

<<Corporate / Sustainability>> Corporate management / Sustainability

<<Management strategy>> Management strategy / Business strategy / Digital strategy

<<Sales strategy / Global>> Sales strategy / Global knowledge

<<Finance>> Finance & Accounting

<<Human resources>> Human resources development / Diversity

<<Legal>> Legal / Compliance / Risk management

<Definition of each skill>

Corporate management	Have experience and achievements in managing an organization in the capacity of president or other similar positions. In addition, drive organization management from a medium- to long-term perspective, prepare, execute and supervise strategies that contribute to sustainable growth of the Company's businesses, and build a relationship with stakeholders that is conducive to sustainable enhancement of corporate value
Sustainability	Manage and supervise sustainability-related risks and opportunities based on a medium- to long-term perspective, in order to integrate the Company's business management aimed at sustainable enhancement of corporate value with the realization of a sustainable society
Management strategy	Discern changes in the management environment, develop appropriate management strategies, and prepare, execute and supervise medium- to long-term organizational goals
Business strategy	Develop a strategy for the Company's business portfolio in light of its business environment, and formulate, execute and supervise medium- to long-term goals for each business unit
Digital strategy	Plan and carry out the development of a business model utilizing digital, cost structure reforms, and the establishment of technological assets in order to build competitive advantage
Sales strategy	Assume accountability for achieving sales targets, precisely capture customers' needs, and take a lead to develop a strategy for planning and execution
Global knowledge	Develop, prepare and execute a sales strategy concerning overseas logistics with knowledge on global values as well as cultural understanding and overseas logistics
Finance & Accounting	Execute and supervise accounting and financial strategies that are linked to management strategies, and execute and supervise measures based on capital allocation concept in carrying out capital policies
Human resources development	Conduct human resources assignment and development that are appropriate for the Company's management strategies and business strategies based on extensive knowledge on human resources systems and labor management
Diversity	Work to encourage diverse employees to play an active role, grow and be engaged more deeply, as well as to build supporting mechanisms therefor, for the Company's sustainable growth
Legal	Possess knowledge on legal matters including corporate governance mechanisms and risk management, and build, operate and supervise a system for legal compliance required in the course of business activities
Compliance	Nurture open corporate culture and build a compliance system in light of laws and regulations, social norms and corporate ethics, for the purpose of sustainable enhancement of corporate value
Risk management	Identify and assess business risks, and supervise risk management processes, in promoting initiatives aimed at sustainable growth and enhancement of corporate value over the medium- to long-term

**Proposal No. 5** Determination of Amounts of Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The 137th Ordinary General Meeting of Shareholders held on June 29, 2017 approved the amount of remuneration, etc. for Directors of the Company to be no more than ¥160 million per annum (of which, ¥15 million per annum for outside Directors), which remains in effect. Further, subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation,” the Company will make the transition to a company with an Audit and Supervisory Committee. Pursuant to the provisions in Article 361, paragraphs (1) and (2) of the Companies Act, the Company requests an approval on abolishing the current limit for remuneration, etc. for Directors as above and setting the amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members) to be no more than ¥160 million per annum (of which, ¥20 million per annum for outside Directors; however, not including the portion of employee salaries of Directors who concurrently serve as employees), with economic and other circumstances taken into consideration. An approval is also requested on determining specific amounts as well as timing and method of payment, etc. for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) by a resolution of the Board of Directors. The Company plans to determine a policy on determination of remuneration, etc. for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) by a resolution of its Board of Directors as described below, after the transition to a company with an Audit and Supervisory Committee. Since the details of this proposal are consistent with the policy to be resolved and such policy has been deliberated on by the Nomination, Remuneration and Governance Committee, they are deemed reasonable.

There are currently six Directors (of which two are outside Directors), and if Proposals No. 2 and No. 3 are approved and adopted as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) who will be eligible for payment of remuneration, etc. as a result of a resolution based on this proposal will be four (none of which is outside Director).

The effect of the resolution on this proposal shall be subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation” as originally proposed and the amendments to the Articles of Incorporation by the resolution of the same proposal becoming effective.

**Proposal No. 6** Determination of Amounts of Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members

Subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation,” the Company will make the transition to a company with an Audit and Supervisory Committee. Accordingly, the Company requests an approval on setting the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members to be no more than ¥50 million per annum, with economic and other circumstances taken into consideration. An approval is also requested on determining specific amounts as well as timing and method of payment, etc. for individual Directors who are Audit and Supervisory Committee Members based on consultation among Directors who are Audit and Supervisory Committee Members. The Company has judged that the details of this proposal are reasonable in light of the Company’s business scale, levels of remuneration for directors (and other officers), expected changes in the future number and responsibilities of Directors who are Audit and Supervisory Committee Members.

If Proposals No. 2 and No. 4 are approved and adopted as originally proposed, the number of Directors who are Audit and Supervisory Committee Members who will be eligible for payment of remuneration, etc. as a result of the resolution based on this proposal will be five.

The effect of the resolution on this proposal shall be subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation” as originally proposed and the amendments to the Articles of Incorporation by the resolution of the same proposal becoming effective.

**Proposal No. 7** Determination of Remuneration for the Allocation of Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

The 142nd Ordinary General Meeting of Shareholders held on June 24, 2022 approved the remuneration limit for a plan to pay remuneration to grant restricted shares to Directors of the Company (excluding outside Directors) (the “Plan” hereinafter) of no more than ¥16 million per annum with the maximum number of shares being 15 thousand annually, which is separate from the amount of monetary remuneration, which remains in effect. Further, subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation,” the Company will make the transition to a company with an Audit and Supervisory Committee.

Pursuant to the provisions in Article 361, items (1) and (2) of the Companies Act, the Company requests an approval on partially amending the current remuneration limit for the Plan for Directors (excluding outside Directors) as above, and setting the total amount of monetary remuneration claims to be paid as remuneration, etc. in relation to restricted shares for Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; “Eligible Director(s)” hereinafter in this proposal) to be no more than ¥16 million per annum, which is separate from the amount of monetary remuneration, etc. an approval on which is sought in Proposal No. 5. The allotment of restricted shares will be determined by comprehensively taking into account various matters including the degree of contributions by an Eligible Director at the Company, and the dilution percentage is insignificant given that the maximum number of restricted shares to be allotted in each fiscal year as prescribed in 2. below accounts for about 0.08% of the total number of issued shares. In addition, the details of this proposal are consistent with the policy on determination of remuneration, etc. for individual Directors (excluding Directors who are Audit and Supervisory Committee Members), which is to be resolved, and have been deliberated on by the Nomination, Remuneration and Governance Committee. Accordingly, the Company considers the details of this proposal reasonable.

If Proposals No. 2 and No. 3 are approved and adopted as originally proposed, the number of Directors who will be eligible for the granting of remuneration, etc. as a result of the resolution based on this proposal will be four.

The effect of the resolution on this proposal shall be subject to the approval and adoption of Proposal No. 2 “Partial Amendments to the Articles of Incorporation” as originally proposed and the amendments to the Articles of Incorporation by the resolution of the same proposal becoming effective.

1. Allocation of and payment for restricted shares

The Company shall provide monetary remuneration claims as remuneration, etc. in relation to restricted shares for Eligible Directors within the annual amount described above, based on a resolution of the Board of Directors of the Company, and each Eligible Director be allotted restricted shares by paying all of such monetary remuneration claims by way of contribution in kind. The amount to be paid for restricted shares shall be determined by the Board of Directors of the Company based on the closing price of the Company’s common share on the Tokyo Stock Exchange on the business day immediately prior to the date of resolution by the Board of Directors of the Company concerning their issuance or disposal (if there is no transaction on such date, the closing price of the closest preceding trading day), which will be within the range not specially advantageous to Eligible Directors who subscribe to the relevant restricted shares.

The above monetary remuneration claims shall be provided conditional on an Eligible Director having agreed to contribution in kind as above and entered into a restricted share allocation agreement that includes details stipulated in 3. below.

2. Total number of restricted shares

The total number of restricted shares to be allotted to Eligible Directors of 15,000 shall be the upper limit of the number of restricted shares to be allotted in each fiscal year. However, if a share split of the Company’s common shares (including an allotment without contribution of the Company’s common shares) or share consolidation of the shares on and after the date of resolution of this proposal, or in any similar event that would make it necessary to adjust the total number of restricted shares to be allotted, the Company may rationally adjust such total number of restricted shares.

3. Details of a restricted share allocation agreement

For the purpose of the allotment of restricted shares, a restricted share allocation agreement to be entered into between the Company and an Eligible Director who is allotted restricted shares pursuant to a resolution of the Board of Directors of the Company shall include the following details.

(1) Details of transfer restrictions

An Eligible Director who is allotted restricted shares shall be prohibited to transfer to a third party, create a security interest on, establish a mortgage right on, make living donations or bequests, or otherwise dispose of restricted shares allotted to the relevant Director (the “Allotted Shares”) for a period from the date of allotment of restricted shares to the date on which (s)he retires from all of the positions of Director and Executive Officer of the Company (the “Transfer Restriction Period”). The restrictions described in the preceding sentence will hereinafter be referred to as the “Transfer Restrictions.”

(2) Acquisition of restricted shares without contribution

The Company shall acquire, by rights, without contribution the Allotted Shares, if the Director who was allotted restricted shares retires from all of the positions of Director and Executive Officer of the Company before the day immediately preceding the date of the first Ordinary General Meeting of Shareholders of the Company after the start date of the Transfer Restriction Period, except where there is a reason the Board of Directors of the Company deems justifiable.

The Company shall acquire, by rights, without contribution any Allotted Shares on which the Transfer Restrictions have not been lifted as of the expiration of the Transfer Restriction Period in (1) above in accordance with the provisions in (3) below.

(3) Lifting of the Transfer Restrictions

The Company shall lift the Transfer Restrictions of all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Director who was allotted restricted shares has remained in the position of Director or Executive Officer of the Company until the date of the first Ordinary General Meeting of Shareholders of the Company after the start date of the Transfer Restriction Period.

However, if the relevant Director retires from all of the positions of Director and Executive Officer of the Company before the day immediately preceding the date of the first Ordinary General Meeting of Shareholders of the Company after the start date of the Transfer Restriction Period due to a reason the Board of Directors of the Company deems justifiable, the Company shall rationally adjust the number of the Allotted Shares on which Transfer Restrictions are to be lifted and the timing of lifting as needed.

(4) Treatment during reorganization, etc.

If, during the Transfer Restriction Period, a proposal relating to a merger agreement in which the Company is a disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. is approved at the Company’s general meeting of shareholders (or at a meeting of its Board of Directors in cases where approval at the Company’s general meeting of shareholders is not required in relation to the reorganization, etc.), the Company shall lift the Transfer Restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the start date of the Transfer Restriction Period to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company.

In such case, the Company shall acquire, by rights, without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted in accordance with the provisions above.

< (Draft) Policy on determination of remuneration, etc. for individual Directors (excluding Directors who are Audit and Supervisory Committee Members)>

1. Policy on determination of remuneration, etc. for individual Directors (excluding performance-linked remuneration, etc. and non-monetary remuneration, etc.) (including timing of granting remuneration, etc. and a policy for determination of conditions)

Fixed remuneration of Directors of the Company shall be monthly remuneration, the amount of which shall be determined within the range of 90% to 110%, depending on competence and experience, of a base amount set by position.

2. Policy on determination of details of performance indicators for performance-linked remuneration, etc., the calculation method of the amount or number of performance-linked remuneration, etc. (including timing of granting remuneration, etc. and a policy for determination of conditions)

The amount of performance-linked remuneration shall be determined within the range of 70% to 130%, in accordance with results of performance indicators in each fiscal year (operating revenue and profit), the degree of achievement of performance targets under the medium-term management plan (operating revenue and profit), among others, of a base amount set by position. It shall be paid at a certain time after the end of the fiscal year each year.

Those indicators are chosen as we believe they will have the results of the Company's business activities to be reflected appropriately in performance-linked remuneration.

3. Policy on determination of details of non-monetary remuneration, etc., the amount or number of relevant non-monetary remuneration, etc., or the calculation method thereof (including timing of granting remuneration, etc. and a policy for determination of conditions)

The Company's common shares that are subject to provisions for certain Transfer Restriction Period which is up to the day on which a relevant Director retires from all of the positions of Director and Executive Officer of the Company, reasons for acquisition without contribution by the Company, and others (the "Restricted Shares") shall be allotted to Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; the same applies hereinafter in this item) of the Company at a certain time of each year. The total amount of monetary remuneration claims to be paid as remuneration, etc. in relation to the Restricted Shares in each fiscal year shall be no more than ¥16 million annually, with the maximum total number of the Restricted Shares to be allotted being 15 thousand. The method of determining the amount of remuneration claims and the number of shares to be allotted for individual Directors shall be prescribed in the Restricted Share Remuneration Rules.

4. Policy on determination of the percentages of the amount of fixed remuneration, the amount of performance-linked remuneration, etc., and the amount of non-monetary remuneration, etc. of the amount of remuneration, etc. for individual Directors

The ratio of fixed remuneration, performance-linked remuneration, and non-monetary remuneration, etc. based on the base remuneration amounts shall be 62 to 33 to 5.

5. Delegation of determination on details of remuneration, etc. for individual Directors

Determination of specific details of remuneration, etc. for individual Directors shall be delegated to Chairman and President who are Representative Directors.

The details of authorities to be delegated shall be determination of the amount of fixed remuneration (monthly remuneration), the amount of performance-linked remuneration (bonuses), and the amount of monetary remuneration claims for non-monetary remuneration, etc. (the Restricted Shares) for each Director in accordance with this determination policy.

6. Measure to ensure that the authority be exercised appropriately by persons who are delegated in 5. above

The policy on determination of remuneration for directors (and other officers), which is to be resolved after deliberation by the Nomination, Remuneration and Governance Committee, whose majority is composed of outside Directors, and chaired by a mutually selected independent outside Director, shall provide a restriction that both fixed remuneration amount and performance-linked remuneration amount be no more than certain percent of base amount thereof, thereby properly limiting the authority of Representative Directors.